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U.S. Legal Affairs

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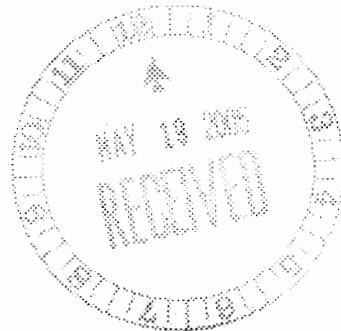
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214017

May 18, 2005

Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K. Street, N.W.
Washington, D.C. 20423-0001



Re: Finance Docket No. 34703

Illinois Central Railroad Company. — Trackage Rights Exemption —
Union Pacific Railroad Company

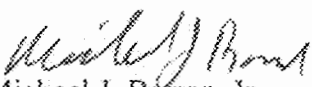
Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Motion for Protective Order of Illinois Central Railroad Company** dated May 18, 2005. A disk containing the text of the proposed protective order in Word Perfect is attached.

I have included an extra copy of this transmittal letter and would request that you date-stamp this to show receipt of this filing and return it to me in the envelope provided.

Please feel free to contact me should any questions arise regarding this filing. Thank you for your assistance on this matter.

Respectfully submitted,


Michael J. Barron, Jr.
Counsel for Illinois Central Railroad Company

Encls.

ENTERED
Office of Proceedings

MAY 19 2005

Part of
Public Record

214017

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34703

ILLINOIS CENTRAL RAILROAD COMPANY
— TRACKAGE RIGHTS EXEMPTION —
UNION PACIFIC RAILROAD COMPANY

MOTION FOR PROTECTIVE ORDER
OF ILLINOIS CENTRAL RAILROAD COMPANY

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ATTORNEY FOR
ILLINOIS CENTRAL RAILROAD COMPANY

Dated: May 18, 2005

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BEFORE THE
SURFACE TRANSPORTATION BOARD

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ILLINOIS CENTRAL RAILROAD COMPANY
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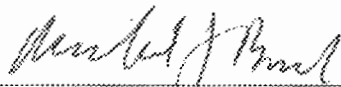
Pursuant to 49 C.F.R. § 1104.14(b), Illinois Central Railroad Company ("IC") hereby requests that the Board issue a protective order allowing IC to file under seal the Trackage Rights Agreement between IC and Union Pacific Railroad Company ("UP") which is the subject of this proceeding.

IC has filed a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(7) for IC's acquisition of overhead and local trackage rights over a rail line of the UP between Joliet and South Joliet, all in Illinois. IC has filed a redacted version of the Trackage Rights Agreement between IC and UP (Exhibit 2 to the notice of exemption) for public view, but requests a protective order for the complete version. The agreement has been the subject of extensive private negotiations between the parties, and contains commercially sensitive and confidential information the public release of which could cause competitive or other injury to IC and/or UP. Public disclosure of the complete agreement also is not necessary for the consideration or disposition of IC's notice of exemption.

IC thus requests that the Board accept the complete Trackage Rights Agreement for filing under seal and adopt the proposed protective order contained in the appendix hereto to govern access to the agreement. This approach is consistent with that taken by the Board in prior similar circumstances. See, e.g., The Kansas City Southern Railway Company -- Trackage Rights Exemption -- Illinois Central Railroad Company, Finance Docket No. 34309 (STB served February 4, 2003); CSX Transportation, Inc. -- Trackage Rights Exemption -- Norfolk Southern Railway Company, Finance Docket No. 34254 (STB served October 24, 2002).

WHEREFORE, IC respectfully requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

By: 
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Counsel
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(708) 332-3954

ATTORNEY FOR
ILLINOIS CENTRAL RAILROAD COMPANY

Dated: May 18, 2005

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the Trackage Rights Agreement between Illinois Central Railroad Company ("IC") and Union Pacific Railroad Company ("UP") enclosed herein.
2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to IC of the attached Undertaking. Confidential Information shall be used solely for the purpose of this and any related Board proceedings, or any judicial review proceeding arising therefrom, and not for any other business, commercial or other competitive purpose.
3. Confidential Information shall not be disclosed in any way or to any person without the written consent of IC or an order of the Board, solely for use in connection with this and related Board proceedings, or any judicial review proceeding arising therefrom, provided that such person has been given and has read a copy of this Protective Order and agrees to be bound by its terms by executing the attached Undertaking prior to receiving access to this information.
4. Any documents containing Confidential Information must be destroyed, and notice of such destruction must be served on IC at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom, whichever comes first.
5. If the Board retains the Confidential Information, it shall, in order to keep it confidential, treat the information in accordance with the procedure set forth at 49 CFR 1104.14.
6. If any party intends to use Confidential Information at hearings in this proceeding or in any related Board proceedings, or in any judicial review proceeding arising therefrom, the party shall submit any documents setting forth or revealing such Confidential Information to the Board, or the reviewing court as appropriate, under seal, and shall accompany such submission with a written request to the Board or the court to (i) restrict attendance at the hearing during discussion of such Confidential Information, and (ii) restrict access to the portion of the record or briefs reflecting discussion of such Confidential Information in accordance with the Protective Order.
7. All parties must comply with all of the provisions stated in this Protective Order unless good cause, as determined by the Board, is shown by any party to warrant suspension of any of the provisions herein.

UNDERTAKING

I, _____, have read the Protective Order governing the filing of Confidential Information by Illinois Central Railroad Company ("IC") in STB Finance Docket No. 34703 and understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and preservation of evidence and argument in STB Finance Docket No. 34703 or any judicial review proceedings taken or filed in connection therewith. I further agree not to disclose any data or information obtained under this Protective Order to any person who is not also bound by the terms of this order and has executed an Undertaking in the form hereof.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking, and that IC shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Dated: _____

Signature: _____

Position: _____

Affiliation: _____